

David M. Powlen (DP – 0678)
BARNES & THORNBURG LLP
1000 North West Street, Suite 1200
Wilmington, Delaware 19801
Telephone: 302-888-4536
Facsimile: 302-888-0246
Email: david.powlen@btlaw.com

Attorneys for USAA Federal Savings Bank

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
RESIDENTIAL CAPITAL, LLC, *et al.*,) Chapter 11
Debtors.)
) Case No. 12-12020 (MG)
) Jointly Administered

CERTIFICATE OF SERVICE

The undersigned attorney hereby certifies that in accordance with the Order of the Bankruptcy Court entered on May 23, 2012, regarding case management and procedures [docket no. 141], a copy of the *Supplemental Limited Objection of USAA Federal Savings Bank to (i) the Debtors' Sale Motion, (ii) Notice of Intent to (a) Assume and Assign Certain Executory Contracts and (b) Cure Amounts, and (iii) Notice of Successful Bidder for Servicing Platform* (the “Limited Objection”) [D.I. 2097] was served on November 7, 2012, by transmitting same via electronic mail to each of the parties listed on the attached Exhibit A. In addition, a copy of the Limited Objection was served by placing same in the United States mail, First Class postage prepaid, on November 8, 2012, addressed to each of the parties listed on the attached Exhibit B.

Dated: November 9, 2012

/s/ David M. Powlen

David M. Powlen (DP – 0678)
BARNES & THORNBURG LLP
1000 North West Street, Suite 1200
Wilmington, Delaware 19801
Telephone: 302-888-4536
Facsimile: 302-888-0246
Email: david.powlen@btlaw.com

Attorneys for USAA Federal Savings Bank

EXHIBIT A

Exhibit A

'andrea.hartley@akerman.com'; 'susan.balaschak@akerman.com'; 'hadi.khatib@akerman.com'; 'rajjohnson@akingump.com'; 'ccarty@akingump.com'; 'fhodara@akingump.com'; 'bnkatty@aldine.k12.tx.us'; 'ecfmail@aclawllp.com'; 'ken.coleman@allenavery.com'; 'john.kibler@allenavery.com'; 'tom.houghton@ally.com'; 'jeff.brown@gmacfs.com'; 'William.b.Solomon@ally.com'; 'kit.weitnauer@alston.com'; 'marty.bunin@alston.com'; 'william.hao@alston.com'; 'bill.macurda@alston.com'; 'john.stern@texasattorneygeneral.gov'; 'harrisj12@michigan.gov'; 'Sarah.Stout@BNYMellon.com'; 'Jennifer.Provenzano@BNYMellon.com'; 'Michael.Spataro@BNYMellon.com'; 'Mageshwaran.Ramasamy@BNYMellon.com'; 'alicia.borys@barclays.com'; 'patrick.kerner@barclays.com'; 'xrausloanops5@barclays.com'; Powlen, David; 'bbeskanos@aol.com'; 'davids@blbglaw.com'; 'jonathanu@blbglaw.com'; 'matthewj@blbglaw.com'; 'jai@blbglaw.com'; 'courtney.lowman@ally.com'; 'jhaake@wbsvlaw.com'; 'gregory.petrick@cwt.com'; 'ingrid.bagby@cwt.com'; 'mark.ellenberg@cwt.com'; 'dcaley@wongfleming.com'; 'bankruptcy@clm.com'; 'dlemay@chadbourne.com'; 'rgayda@chadbourne.com'; 'mroitman@chadbourne.com'; 'bobbie.theivakumaran@citi.com'; 'maofiling@cgsh.com'; 'tmoloney@cgsh.com'; 'soneal@cgsh.com'; 'jlaitman@cohenmilstein.com'; 'clometti@cohenmilstein.com'; 'meisenkraft@cohenmilstein.com'; 'drehns@cohenmilstein.com'; 'krehns@cohenmilstein.com'; 'mwarner@coleschotz.com'; 'echou@coleschotz.com'; 'ra-li-ucts-bankrupt@state.pa.us'; 'will.hoch@crowedunlevy.com'; 'mgallagher@curtis.com'; 'macohen@curtis.com'; 'sreisman@curtis.com'; 'glenn.siegel@dechert.com'; 'hector.gonzalez@dechert.com'; 'brian.greer@dechert.com'; 'mauricio.espana@dechert.com'; 'craig.druehl@dechert.com'; 'rosa.mendez@db.com'; 'Brendan.meyer@db.com'; 'kelvin.vargas@db.com'; 'diem.home@gmail.com'; 'gcatalanello@duanemorris.com'; 'jvincequerra@duanemorris.com'; 'peter_mcgonigle@fanniema.com'; 'catherine_lasher@fanniema.com'; 'broylesmk@rgcattys.com'; 'ppascuzzi@ffwplaw.com'; 'dearly@fdic.gov'; 'tlallier@foleymansfield.com'; 'kenton_hambrick@freddiemac.com'; 'deggert@freebornpeters.com'; 'tfawkes@freebornpeters.com'; 'jberkowitz@gibbonslaw.com'; 'kgiannelli@gibbonslaw.com'; 'kpatrick@gibbsbruns.com'; 'shumphries@gibbsbruns.com'; 'kpatrick@gibbsbruns.com'; 'theodore.w.tozer@hud.gov'; 'gjarvis@gelaw.com'; 'mpmorris@gelaw.com'; 'delman@gelaw.com'; 'ggraber@hodgsonruss.com'; 'ayala.hassell@hp.com'; 'rnorton@hunton.com'; 'rrich2@hunton.com'; 'bankruptcy2@ironmountain.com'; 'ceblack@jonesday.com'; 'cball@jonesday.com'; 'rlwynne@jonesday.com'; 'lemiller@jonesday.com'; 'ceblack@jonesday.com'; 'aglenn@kasowitz.com'; 'mstein@kasowitz.com'; 'dfliman@kasowitz.com'; 'namamoo@kasowitz.com'; 'kdwbankruptcydepartment@kelleydrye.com'; 'dmoffa@ktmc.com'; 'ecf@kaalaw.com'; 'thadwilson@kslaw.com'; 'ajowers@kslaw.com'; 'pferdinands@kslaw.com'; 'William.b.Solomon@ally.com'; 'Timothy.Devine@ally.com'; 'John.Bellaver@ally.com'; 'tklestadt@klestadt.com'; 'jcorneau@klestadt.com'; 'keckstein@kramerlevin.com'; 'tmayer@kramerlevin.com'; 'dmannal@kramerlevin.com'; 'jtrachtman@kramerlevin.com'; 'pbentley@kramerlevin.com'; 'dmannal@kramerlevin.com'; 'szide@kramerlevin.com'; 'jleibowitz@kandflp.com'; 'rescapinfo@kccllc.com'; 'sheehan@txschoollaw.com'; 'austin.bankruptcy@publicans.com'; 'dallas.bankruptcy@publicans.com'; 'houston_bankruptcy@lgbs.com'; 'choward@lockelord.com'; 'wcurchack@loeb.com';

'vrubinstein@loeb.com'; 'dminoff@loeb.com'; 'abehlmann@lowenstein.com';
'abehlmann@lowenstein.com'; 'metkin@lowenstein.com'; 'ilevee@lowenstein.com';
'metkin@lowenstein.com'; 'ilevee@lowenstein.com'; 'adoshi@magnozzikye.com';
'susanz@taxcollector.com'; 'dprather@iglou.com'; 'lgordon@mvbalaw.com';
'pmoak@McKoolSmith.com'; 'mcarney@mckoolsmith.com'; 'pmoak@McKoolSmith.com';
'guzzi@milbank.com'; 'sdnyecf@dor.mo.gov'; 'jgarrity@morganlewis.com';
'mkraut@morganlewis.com'; 'pfleming@morganlewis.com'; 'tberkoff@moriitthock.com';
'Tammy.Hamzehpour@gmacrescap.com'; 'diane.citron@ally.com'; 'lnashelsky@mofo.com';
'glee@mofo.com'; 'lmarinuzzi@mofo.com'; 'jmoldovan@morrisoncohen.com';
'bankruptcy@morrisoncohen.com'; 'rdakis@morrisoncohen.com'; 'seth.goldman@mto.com';
'Thomas.walper@mto.com'; 'cmomjian@attorneygeneral.gov';
'Nancy.Lord@OAG.State.NY.US'; 'enid.stuart@OAG.State.NY.US'; 'dwdykhouse@pbwt.com';
'bguiney@pbwt.com'; 'Paul_Papas@mylegalhelpusa.com'; 'ebcalvo@pbfc.com';
'ana.damonte@pillsburylaw.com'; 'dflanigan@polsinelli.com'; 'jnagi@polsinelli.com';
'igoldstein@proskauer.com'; 'srutsky@proskauer.com'; 'jzajac@proskauer.com';
'danbrockett@quinnmanuel.com'; 'daveburnett@quinnmanuel.com';
'jeremyandersen@quinnmanuel.com'; 'susheelkirpalani@quinnmanuel.com';
'scottshelley@quinnmanuel.com'; 'mrollin@rplaw.com'; 'cwood@rgrdlaw.com';
'stevep@rgrdlaw.com'; 'rbrown@robertbrownlaw.com'; 'romero@mromerolawfirm.com';
'Ross.martin@ropesgray.com'; 'keith.wofford@ropesgray.com'; 'Ross.martin@ropesgray.com';
'dsasser@siwpc.com'; 'dhall@siwpc.com'; 'jglucksman@scarincihollenbeck.com';
'bdk@schlamstone.com'; 'bbressler@schnader.com'; 'rbarkasy@schnader.com';
'bdeutsch@schnader.com'; 'adam.harris@srz.com'; 'howard.godnick@srz.com';
'marguerite.gardiner@srz.com'; 'michael.cutini@srz.com'; 'secbankruptcy@sec.gov';
'secbankruptcy@sec.gov'; 'newyork@sec.gov'; 'bateman@sewkis.com'; 'cohen@sewkis.com';
'das@sewkis.com'; 'binder@sewkis.com'; 'joel@shafeldlaw.com'; 'taconrad@sbwlawfirm.com';
'fsosnick@shearman.com'; 'sfennessey@shearman.com'; 'lnyhan@sidley.com';
'jboelter@sidley.com'; 'bmyrick@sidley.com'; 'jhofer@skadden.com';
'nikolay.kodes@skadden.com'; 'ken.ziman@skadden.com'; 'sarah.ward@skadden.com';
'suzanne.lovett@skadden.com'; 'pdatta@hhstein.com'; 'amuller@stinson.com'; 'whazeltine@sha-
llc.com'; 'tal@talcottfranklin.com'; 'derek@talcottfranklin.com'; 'jmiller@tcfbank.com';
'jteitelbaum@tblawllp.com'; 'robert.major@bnymellon.com'; 'Adam.Parkin@tdsecurities.com';
'Christopher.stevens@tdsecurities.com'; 'kay.brock@co.travis.tx.us';
'george.rayzis@usbank.com'; 'irina.palchuk@usbank.com'; 'mamta.scott@usbank.com';
'david.jason@usbank.com'; 'michelle.moeller@usbank.com'; 'tanveer.ashraf@usbank.com';
'Glenn.Gillett@usdoj.gov'; 'AskDOJ@usdoj.gov'; 'joseph.cordaro@usdoj.gov';
'Tracy.Davis2@usdoj.gov'; 'Linda.Riffkin@usdoj.gov'; 'Brian.Masumoto@usdoj.gov';
'mvaughan@wbsvlaw.com'; 'dskeens@wbsvlaw.com'; 'gary.holtzer@weil.com';
'kelly.j.rentz@wellsfargo.com'; 'Nichlaus.M.Ross@wellsfargo.com';
'Sharon.Squillario@wellsfargo.com'; 'mary.l.sohlberg@wellsfargo.com';
'kristi.garcia@wellsfargo.com'; 'accesslegalservices@gmail.com'; 'cshore@whitecase.com';
'isilverbrand@whitecase.com'; 'dthatch@whitecase.com'; 'rmaney@wilmingtontrust.com';
'david.tillem@wilsonelser.com'; 'dneier@winston.com'; 'dneier@winston.com';
'cschreiber@winston.com'; 'almoskowitz@winston.com'; 'jlawlor@wmd-law.com';
'pdefilippo@wmd-law.com'; 'sfitzgerald@wmd-law.com'; 'gbush@zuckerman.com';
'ncohen@zuckerman.com'; 'lneish@zuckerman.com'; 'gbush@zuckerman.com';

'ncohen@zuckerman.com'; 'lneish@zuckerman.com'; 'Brian.Masumoto@usdoj.gov';
'jennifer.deMarco@cliffordchance.com'; 'sleopold@leopoldassociates.com';
'rschrock@kirkland.com'; 'richard.cieri@kirkland.com'; 'stephen.hessler@kirkland.com';
'abarrage@mofo.com'

EXHIBIT B

EXHIBIT B

VIA UNITED STATES MAIL, FIRST CLASS POSTAGE PRE-PAID

Secretary of State – New York
123 William St.
New York, NY 10038

Internal Revenue Service Insolvency
31 Hopkins Plz
Room 1150
Baltimore, MD 21201

Sec. of State/Div of Corporations
99 Washington Ave Ste 600
Albany, NY 12231

Office of US Attorney for the Southern New York
US Attorney Prett Bharara
One St Andrews Plaza
New York, NY 10007

Hon. Judge Glenn (courtesy copy)
One Bowling Green
New York, NY 10004-1408

Citibank NA
Attn: Bobbie Theivakumaran
390 Greenwich St., 6th Fl.
New York NY 10013

Fannie Mae
Attn: Peter McGonigle
1835 Market Street
Suite 2300
Philadelphia, PA 19103

Kelley Drye & Warren LLP
Attn: James S. Carr/Eric R. Wilson
101 Park Avenue
New York, NY 10178

Internal Revenue Service Centralized Insolvency
2970 Market Street
Philadelphia, PA 19104

The Bank of New York Mellon
Asset-Backed Securities Group
101 Barclay Street 4W
New York, NY 10286

Nationstar Mortgage, LLC
Attn: General Counsel
350 Highland Drive
Lewisville, TX 75067

Clifford Chance US LLP
Attn: Jennifer C. DeMarco/Adam Lesman, Esq.
31 West 52nd Street
New York, New York 10019

Chadbourne & Parke LLP
Attn: Howard Seife/David M. LeMay/Robert J.
Gayda/Marc B. Roitman
30 Rockefeller Plaza
New York, NY 10112

Deutsche Bank Trust Company Americas
Attn: Kelvin Vargas
25 De Forest Avenue
Summit, NJ 07901

Internal Revenue Service
Centralized Insolvency Operation
PO Box 7346
Philadelphia, PA 19010-7346

Kirkland & Ellis
Attn: Richard M. Cieri/Ray C. Schrock/Stephen E.
Hessler
601 Lexington Ave.
New York, NY 10022

Kramer Levin Naftallis & Frankel LLP
Attn: Kenneth H. Eckstein/Thomas Moers
Mayer/Douglas H. Mannal/Jeffrey Trachtman
1177 Avenue of the Americas
New York, NY 10036

Securities & Exchange Commission
Secretary of the Treasury
100 F. Street NE
Washington, DC 20549

Sidley Austin LLP
Attn: Larry J. Nyhan/Jessica CK Boelter
One Dearborn Avenue
Chicago, IL 60603

U.S. Bank National Association
Attn: George Rayzis
50 South 16th Street
Suite 2000
Philadelphia, PA 19102

U.S. Department of Justice
Attn: Eric H. Holder, Jr., US Attorney General
950 Pennsylvania Avenue NW
Washington, DC 20530-0001

US Trustee for the Southern District of NY
Attn: Tracy Hope David/Linda A. Riffkin/Brian
S. Masumoto
33 Whitehall St., 21st Floor, Region 2
New York, NY 10004

Office of the New York State Attorney General
Attn: Nancy Lord/Neal Mann
The Capitol
Albany, NY 12224-0341

Morrison & Foerster LLP
Attn: Larren Nashelsky/Gary S. Lee/Lorenzo
Marinuzzi
1290 Avenue of the Americas
New York, NY 10104

Milbank, Tweed, Hadley & McCloy LLP
Attn: Gerard Uzzi
1 Chase Manhattan Plaza
New York, NY 10005

Securities & Exchange Commission NY Regional
Office
Attn: George S. Canellos, Regional Director
3 World Financial Center, Ste. 400
New York, NY 10281-1022

Skadden Arps Slate Meagher & Flom LLP
Attn: Jonathan H. Hofer/Sarah M. Ward/Ken
Ziman/Suzanne D T Lovett
Four Times Square
New York, NY 10036

U.S. Bank National Association
Attn: Irina Palchuk
60 Livingston Avenue
EP-MN-WS1D
St. Paul, MN 55107

United States Attorney's Office for the Southern
District of New York Civil Division
Attn: Joseph Cordaro
86 Chambers St., 3rd Floor
New York, NY 10007

Wells Fargo Bank NA
Attn: Corporate Trust Services – GMACM Home
Equity Notes 2004 Variable Funding Trust
PO Box 98
Columbia, MD 21046

Residential Capital, LLC
Attn: Tammy Hamzehpour
1177 Avenue of the Americas
New York, NY 10036

Leopold & Associates, PLLC
Attn: Saul Leopold
80 Business Park Drive, Suite 110
Armonk, New York 10504